

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

|       |   |   |   |
|-------|---|---|---|
| 1.    | <b>Debtor's name</b>  | <u>Décor Holdings, Inc.</u>   |   |
| <hr/> |   |   |   |
| 2.    | <b>All other names debtor used in the last 8 years</b><br><small>Include any assumed names, trade names and doing business as names</small> | <u>DBA The RAD Group</u><br><u>DBA The Robert Allen Duralee Group</u>   |   |
| <hr/> |   |   |   |
| 3.    | <b>Debtor's federal Employer Identification Number (EIN)</b>  | <u>02-0564174</u>   |   |
| <hr/> |   |   |   |
| 4.    | <b>Debtor's address</b>   | <b>Principal place of business</b><br><br><u>49 Wireless Boulevard</u><br><u>Suite 150</u><br><u>Hauppauge, NY 11788</u><br><small>Number, Street, City, State &amp; ZIP Code</small><br><br><u>Suffolk</u><br><small>County</small>          | <b>Mailing address, if different from principal place of business</b><br><br><hr/> <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small><br><br><b>Location of principal assets, if different from principal place of business</b><br><u>50 Peachtree Boulevard, Gaffney, SC 29341</u><br><small>Number, Street, City, State &amp; ZIP Code</small> |
| <hr/> |   |   |   |
| 5.    | <b>Debtor's website (URL)</b>   | <u>www.robertallendesign.com</u>  |   |
| <hr/> |   |   |   |
| 6.    | <b>Type of debtor</b>   | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))<br><input type="checkbox"/> Partnership (excluding LLP)<br><input type="checkbox"/> Other. Specify: _____ |   |

Debtor **Décor Holdings, Inc.**  
Name

Case number (if known)

**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**4243****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

|          |       |      |       |             |       |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

|          |                    |                       |       |
|----------|--------------------|-----------------------|-------|
| Debtor   | <b>See Rider 1</b> | Relationship          | _____ |
| District | _____              | When                  | _____ |
|          |                    | Case number, if known | _____ |

Debtor **Décor Holdings, Inc.**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☒ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Décor Holdings, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **02/12/2019**  
MM / DD / YYYY**X /s/ Timothy Boates**  
Signature of authorized representative of debtor  
  
Title **Chief Restructuring Officer****Timothy Boates**  
Printed name**18. Signature of attorney****X /s/ Mark T. Power**  
Signature of attorney for debtorDate **02/12/2019**  
MM / DD / YYYY**Mark T. Power**  
Printed name**Hahn & Hessen LLP**  
Firm name**488 Madison Avenue**  
**New York, NY 10022**  
Number, Street, City, State & ZIP CodeContact phone **212-478-7200** Email address **MPower@hahnhausen.com****1607 NY**  
Bar number and State

**HAHN & HESSEN LLP**

488 Madison Avenue  
 New York, New York 10022  
 Telephone: (212) 478-7200  
 Facsimile: (212) 478-7400  
 Mark T. Power, Esq.  
 Janine M. Figueiredo, Esq.

*Proposed Counsel to the Debtors and  
 Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

|                              |   |                                       |
|------------------------------|---|---------------------------------------|
| -----                        | X |                                       |
| <b>In re:</b>                | : | <b>Chapter 11</b>                     |
|                              | : |                                       |
| <b>Décor Holdings, Inc.,</b> | : | <b>Case No. 19-____ (___)</b>         |
|                              | : |                                       |
| <b>Debtor.</b>               | : | <b>Joint Administration Requested</b> |
|                              | : |                                       |
| -----                        | X |                                       |

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Its Affiliates**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States District Court for the Eastern District of New York for relief under chapter 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of Décor Holdings, Inc.

1. Décor Holdings, Inc.
2. Décor Intermediate Holdings LLC
3. The Robert Allen Duralee Group, Inc.
4. The Robert Allen Duralee Group, LLC
5. The Robert Allen Duralee Group Furniture, LLC

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

[www.nye.uscourts.gov](http://www.nye.uscourts.gov)

**STATEMENT PURSUANT TO LOCAL  
BANKRUPTCY RULE 1073-2(b)**

**DEBTOR(S):** Décor Holdings, Inc. **CASE NO.:** \_\_\_\_\_

Pursuant to Local Bankruptcy Rule 1073-2(b), the debtor (or any other petitioner) hereby makes the following disclosure concerning Related Cases, to the petitioner's best knowledge, information and belief:

**[NOTE:** Cases shall be deemed "Related Cases" for purposes E.D.N.Y LBR 1073-1 and E.D.N.Y LBR 1073-2 if the earlier case was pending at any time within eight years before the filing of the new petition, and the debtors in such cases (i) are the same; (ii) are spouses or ex-spouses; (iii) are affiliates, as defined in 11 U.S.C. § 101(2); (iv) are general partners in the same partnership; (v) are a partnership and one more of its general partners; (vi) are partnerships which share one or more common general partners; or (vii) have, or within 180 days of the commencement of either of the Related Cases had, an interest in property that was or is included in the property of another estate under 11 U.S.C. § 541(a).]

☒ **NO RELATED CASE IS PENDING OR HAS BEEN PENDING AT ANY TIME.**

☐ **THE FOLLOWING RELATED CASE(S) IS PENDING OR HAS BEEN PENDING:**

**1. CASE NO.:** \_\_\_\_\_ **JUDGE:** \_\_\_\_\_ **DISTRICT/DIVISION:** \_\_\_\_\_

**CASE PENDING: (YES/NO):** \_\_\_\_\_ [If closed] **Date of Closing:** \_\_\_\_\_

**CURRENT STATUS OF RELATED CASE:** \_\_\_\_\_  
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

**MANNER IN WHICH CASES ARE RELATED:** (Refer to NOTE above): \_\_\_\_\_

• **SCHEDULE A/B: PROPERTY "OFFICIAL FORM 106A/B - INDIVIDUAL" PART 1 (REAL PROPERTY):**

REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 1" WHICH WAS ALSO LISTED IN SCHEDULE "A/B" OF RELATED CASES: \_\_\_\_\_

• **SCHEDULE A/B: ASSETS – REAL PROPERTY "OFFICIAL FORM 206A/B - NON-INDIVIDUAL" PART 9 (REAL**

**PROPERTY):** REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 9" WHICH WAS ALSO LISTED IN SCHEDULE "A/B" OF RELATED CASES:

\_\_\_\_\_

**2. CASE NO.:** \_\_\_\_\_ **JUDGE:** \_\_\_\_\_ **DISTRICT/DIVISION:** \_\_\_\_\_

**CASE PENDING: (YES/NO):** \_\_\_\_\_ [If closed] **Date of Closing:** \_\_\_\_\_

**CURRENT STATUS OF RELATED CASE:** \_\_\_\_\_  
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

**MANNER IN WHICH CASES ARE RELATED:** (Refer to NOTE above): \_\_\_\_\_

• **SCHEDULE A/B: PROPERTY "OFFICIAL FORM 106A/B - INDIVIDUAL" PART 1 (REAL PROPERTY):**

REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 1" WHICH WAS ALSO LISTED IN SCHEDULE "A/B" OF RELATED CASES: \_\_\_\_\_

• **SCHEDULE A/B: ASSETS – REAL PROPERTY "OFFICIAL FORM 206A/B - NON-INDIVIDUAL" PART 9 (REAL PROPERTY):**

REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 9" WHICH WAS ALSO LISTED IN SCHEDULE "A/B" OF RELATED CASES: \_\_\_\_\_

**DISCLOSURE OF RELATED CASES (cont'd)**

3. CASE NO.: \_\_\_\_\_ JUDGE: \_\_\_\_\_ DISTRICT/DIVISION: \_\_\_\_\_

CASE PENDING: (YES/NO): \_\_\_\_\_ [If closed] Date of Closing: \_\_\_\_\_

CURRENT STATUS OF RELATED CASE: \_\_\_\_\_  
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED: (Refer to NOTE above): \_\_\_\_\_

- **SCHEDULE A/B: PROPERTY "OFFICIAL FORM 106A/B - INDIVIDUAL" PART 1 (REAL PROPERTY):**  
REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 1" WHICH WAS ALSO LISTED IN SCHEDULE "A/B" OF  
RELATED CASES: \_\_\_\_\_
- **SCHEDULE A/B: ASSETS – REAL PROPERTY "OFFICIAL FORM 206A/B - NON-INDIVIDUAL" PART 9 (REAL  
PROPERTY):** REAL PROPERTY AS LISTED IN DEBTOR'S SCHEDULE "A/B – PART 9" WHICH WAS ALSO LISTED IN  
SCHEDULE "A/B" OF RELATED CASES:  
\_\_\_\_\_

**NOTE:** Pursuant to 11 U.S.C. § 109(g), certain individuals who have had prior cases dismissed within the preceding 180 days may not be eligible to be debtors. Such an individual will be required to file a statement in support of his/her eligibility to file.

**TO BE COMPLETED BY DEBTOR/PETITIONER'S ATTORNEY, AS APPLICABLE:**

I am admitted to practice in the Eastern District of New York (Y/N): \_\_\_\_\_ Y \_\_\_\_\_

**CERTIFICATION** (to be signed by pro-se debtor/petitioner or debtor/petitioner's attorney, as applicable):

I certify under penalty of perjury that the within bankruptcy case is not related to any case pending or pending at any time, except as indicated elsewhere on this form.

/s/ Mark T. Power  
Signature of Debtor's Attorney

\_\_\_\_\_  
Signature of Pro-se Debtor/Petitioner

49 Wireless Boulevard, Suite 150  
Mailing Address of Debtor/Petitioner

Hauppauge, NY 11788  
City, State, Zip Code

\_\_\_\_\_  
Email Address

\_\_\_\_\_  
Area Code and Telephone Number

Failure to fully and truthfully provide all information required by the E.D.N.Y LBR 1073-2 Statement may subject the debtor or any other petitioner and their attorney to appropriate sanctions, including without limitation conversion, the appointment of a trustee or the dismissal of the case with prejudice.

**NOTE:** Any change in address must be reported to the Court immediately IN WRITING. Dismissal of your petition may otherwise result.

**HAHN & HESSEN LLP**

488 Madison Avenue  
 New York, New York 10022  
 Telephone: (212) 478-7200  
 Facsimile: (212) 478-7400  
 Mark T. Power, Esq.  
 Janine M. Figueiredo, Esq.

*Proposed Counsel to the Debtors and  
 Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

|  |   |                                       |
|--|---|---------------------------------------|
| -----  | X |                                       |
|  | : |                                       |
| <b>In re:</b>                                    | : | <b>Chapter 11</b>                     |
|  | : |                                       |
| <b>Décor Holdings, Inc., et al.,<sup>1</sup></b> | : | <b>Case No. 19-____ (____)</b>        |
|  | : | <b>Case No. 19-____ (____)</b>        |
| <b>Debtors.</b>                                  | : | <b>Case No. 19-____ (____)</b>        |
|  | : | <b>Case No. 19-____ (____)</b>        |
|  | : | <b>Case No. 19-____ (____)</b>        |
|  | : |                                       |
|  | : | <b>Joint Administration Requested</b> |
| -----  | X |                                       |

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE  
 THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the Thirty (30) Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “Top 30 List”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Décor Holdings, Inc. (4174); Décor Intermediate Holdings LLC (5414); The Robert Allen Duralee Group, Inc. (8435); The Robert Allen Duralee Group, LLC (1798); and The Robert Allen Duralee Group Furniture, LLC (2835). The corporate headquarters and the mailing address for the Debtors listed above is 49 Wireless Boulevard, Suite 150, Hauppauge, NY 11788. The Debtors also maintain a separate corporate office at 2 Hampshire Street, Suite 300, Foxboro, MA 02035.



later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim. The Debtors are comprised of eight (5) affiliated companies. There are over 6,000 creditors and parties in interest in these cases, and there may be a potential for confusion and/or overlap regarding creditor obligations. Given the circumstances, the Debtors submit that it is appropriate for them to file a consolidated list of their thirty (30) largest unsecured creditors.

Debtor name Decor Holdings, Inc., et al.**UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF NEW YORK**

Case No. (If known) \_\_\_\_\_

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders ( Consolidated )**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code.                             | Name, telephone number, and email address of creditor contact   | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|--|---|--|--|--|---|-----------------|
|  |   |  |  | Total Claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 1 Valdesse Weavers LLC<br>P.O. Box 733362<br>Dallas, TX 75373-3362                             | Valdesse Weavers LLC<br>Tel: 800-633-8679<br>Email: Cbenfield@Valdesseweavers.com;<br>Jopiercy@Valdesseweavers.com                            | Vendor   |  |  |   | \$2,575,043.87  |
| 2 Sumec Textile Company Ltd<br>69 Aoti St<br>Jianye District<br>Nanjing 210029<br>China        | Sumec Textile Company Ltd<br>Tel: 011 86 25 8969 5773<br>Email: cuiyue@sumec.com.cn;<br>yuyang@sumec.com.cn;<br>chenguanayu@sumec.com.cn      | Vendor   |  |  |   | \$1,682,530.84  |
| 3 Triplex Shanghai Enterprises<br>Room 605<br>969 Zhong Shan Na Rd<br>Shanghai 200011<br>China | Triplex Shanghai Enterprises<br>Tel: 011 86 21 6315 3101<br>Email: wujc@shartex.com.cn;<br>volexgeng@shartex.com.cn;<br>caojun@shartex.com.cn | Vendor   |  |  |   | \$978,635.97    |
| 4 EDPA USA/Dilhan Texsil<br>350 5th Ave, Ste 6405<br>New York, NY 10118                        | EDPA USA/Dilhan Texsil<br>Tel: 914-478-4898; 212-714-0644<br>Email: Lliter@Edpausa.com;<br>esraoskan@dilhanusa.com                            | Vendor   |  |  |   | \$745,722.40    |
| 5 P Kaufmann Inc<br>3 Park Ave, 36 Fl<br>New York, NY 10016-5902                               | P Kaufmann Inc<br>Tel: 212-292-3234<br>Email: Jbraverman@Pkaufmann.com;<br>mmartino@pkaufmann.com   | Vendor   |  |  |   | \$650,051.54    |

Debtor name Decor Holdings, Inc., et al.

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

| Name of creditor and complete mailing address, including zip code.   | Name, telephone number, and email address of creditor contact                     | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|--|---|--|--|--|---|-----------------|
|  |   |  |  | Total Claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 6 UPS<br>55 Glenlake Parkway NE<br>Atlanta, GA 30328   | UPS<br>Tel: 800-462-7872  | Vendor   |  |  |   | \$553,040.67    |
| 7 Fleuron<br>4030 La Reunion Pkwy, Ste 100<br>Dallas, TX 75212-6022  | Fleuron<br>Tel: 214-678-0805  | Vendor   |  |  |   | \$509,545.52    |
| 8 V.I.P. Incorporated<br>2800 112th St, Ste 100<br>Grand Prairie, TX 75050-6495                                      | V.I.P. Incorporated<br>Tel: 972-647-8888  | Vendor   |  |  |   | \$362,653.76    |
| 9 LA Mills<br>2331 E 8th St<br>Los Angeles, CA 90021-1732  | LA Mills<br>Tel: 213-622-8031<br>Email: Andrew@Lamills.Net                        | Vendor   |  |  |   | \$347,510.90    |
| 10 MTL Globalventures LLC Ipm Us<br>Attn: Accounts Receivable<br>1325 Veterans Memorial Hwy<br>Jessup, PA 18434-1825 | MTL Globalventures LLC Ipm Us<br>Tel: 212-481-7967<br>Email: Pflynn@Mtlpa.com     | Vendor   |  |  |   | \$329,504.88    |
| 11 World Linen & Textile Co Inc<br>2824 E 11th St<br>Los Angeles, CA 90023-3406                                      | World Linen & Textile Co Inc<br>Tel: 213-748-1370<br>Email: Nelson@Worldlinen.com | Vendor   |  |  |   | \$309,892.71    |
| 12 Swavelle / Mill Creek<br>15 E 26th St, 2nd Fl<br>New York, NY 10010-1536  | Swavelle / Mill Creek<br>Tel: 866-595-5315<br>Email: Customerservice@Swavelle.com | Vendor   |  |  |   | \$309,066.82    |

Debtor name Decor Holdings, Inc., et al.

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

| Name of creditor and complete mailing address, including zip code.   | Name, telephone number, and email address of creditor contact                           | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|--|---|--|--|--|---|-----------------|
|  |   |  |  | Total Claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 13 American Express Co<br>200 Vesey St<br>New York, NY 10285   | American Express Co<br>Tel: 212-640-2000  | Vendor   |  |  |   | \$278,500.79    |
| 14 Wearbest Sil-Tex Mills, Ltd<br>P.O. Box 51023<br>Newark, NJ 07101-5123                                  | Wearbest Sil-Tex Mills, Ltd<br>Tel: 973-340-8844<br>Email: Customerservice@Wearbest.com | Vendor   |  |  |   | \$258,531.59    |
| 15 Parthenon Prints Inc<br>909 W 39th St<br>P.O. Box 2505<br>Panama City, FL 32402-2505                    | Parthenon Prints Inc<br>Tel: 907-769-8321   | Vendor   |  |  |   | \$243,874.37    |
| 16 Classical Elements<br>P.O. Box 859<br>Morrisville, NC 27560-0859  | Classical Elements<br>Tel: 919-234-8025<br>Email: Denise@Classicalelements.com          | Vendor   |  |  |   | \$242,374.84    |
| 17 Sunbury Textile Mills<br>P.O. Box 768<br>Sunbury, PA 17801-0768   | Sunbury Textile Mills<br>Tel: 212-925-4600<br>Email: Dradel@Sunburytextile.com          | Vendor   |  |  |   | \$207,437.10    |
| 18 Samplex. S.A. De C.V.<br>P.O. Box 843917<br>Dallas, TX 75284-3917                                       | Samplex. S.A. De C.V.<br>Tel: 631-726-8042  | Vendor   |  |  |   | \$201,727.62    |
| 19 Shangai Chenglong Textile Arts Co. Ltd, (Chltex Ltd, )<br>1237 Lujiaabang Rd, 27 Shan, Ste 808<br>China | Shangai Chenglong Textile Arts<br>Email: chris@chltex.net; jane@chltex.net              | Vendor   |  |  |   | \$201,727.62    |

Debtor name **Decor Holdings, Inc., et al.**

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

| Name of creditor and complete mailing address, including zip code.  | Name, telephone number, and email address of creditor contact  | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|--|--|--|---|-----------------|
|   |  |  |  | Total Claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 20 Resorts Atlantic City<br>c/o Bray Whaler Intl Inc<br>7936 E Arapahoe Ct, #1000<br>Centennial, CO 80112     | Resorts Atlantic City<br>Tel: 303-689-0800<br>Email: lauren.johnson@braywhaler.com   | Vendor   |  |  |   | \$199,515.26    |
| 21 Kets Tekstil Turizm Tic A.S.<br>Unkapani I.M.C. 1 Block<br>No: 1252 34470<br>Eminonu, Istanbul<br>Turkey   | Kets Tekstil Turizm Tic A.S.<br>Tel: 011 90 212 549 2630<br>Email: yunus.karakas@kets.com.tr;<br>metin.ozdemir@kets.com.tr | Vendor   |  |  |   | \$187,265.91    |
| 22 Parry Murray & Co Ltd<br>Simpson House, 3rd Fl<br>6 Cherry Orchard Rd<br>Croydon Cr0 6Ba<br>United Kingdom | Parry Murray & Co Ltd<br>Tel: 011 44 844 800 9874<br>Email: Akumar@Parrymurray.Co.Ukk                                      | Vendor   |  |  |   | \$182,326.13    |
| 23 Swan Dyeing and Printing Corp<br>372 Stevens St<br>Fall River, MA 02721-4934                               | Swan Dyeing and Printing Corp<br>Tel: 508-674-4611   | Vendor   |  |  |   | \$182,197.32    |
| 24 Covington Fabrics<br>470 7th Ave, Ste 900<br>New York, NY 10018  | Covington Fabrics<br>Tel: 011 90 212 549 2630<br>Email: Ltaylor@Covington-Newyork.com                                      | Vendor   |  |  |   | \$170,269.24    |
| 25 CR Resorts LLC<br>c/o ADM Associates, Inc<br>960 Piedmont Ave, NE<br>Atlanta, GA 30309                     | CR Resorts LLC<br>Tel: 404-892-1975  | Vendor   |  |  |   | \$170,148.41    |

Debtor name Decor Holdings, Inc., et al.

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

| Name of creditor and complete mailing address, including zip code.                          | Name, telephone number, and email address of creditor contact                              | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|--|--|--|---|-----------------|
|   |  |  |  | Total Claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 26 Richloom Fabrics Group Inc<br>261 5th Ave<br>New York, NY 10016-7701                     | Richloom Fabrics Group Inc<br>Tel: 212-685-7707<br>Email: Maliperto@Richloomfabrics.com    | Vendor   |  |  |   | \$162,054.53    |
| 27 Agolab SRL<br>Via Michelangelo 17/B<br>59013 Montemurlo<br>Italy                         | Agolab SRL<br>Tel: 011-39-0574-662400<br>Email: info@texao.com                             | Vendor   |  |  |   | \$159,419.26    |
| 28 Source Asia Trading Company<br>1065 Zhao Jia Bay Rd, Rm 1401<br>Shanghai 200030<br>China | Source Asia Trading Company<br>Tel: 011 86 21 3368 0606<br>Email: joshir@sourceasialtd.com | Vendor   |  |  |   | \$155,874.30    |
| 29 Heritage Fabrics LLC<br>c/o Millberg Factors<br>99 Park Ave<br>New York, NY 10016-1601   | Heritage Fabrics LLC<br>Tel: 704-782-2995<br>Email: Cody@Heritagehousefabrics.com          | Vendor   |  |  |   | \$143,472.05    |
| 30 Nassimi LLC<br>370 7th Ave, Ste 1600<br>New York, NY 10001-3976                          | Nassimi LLC<br>Tel: 888-643-8080<br>Email: Orders@Nassimi.com                              | Vendor   |  |  |   | \$137,173.62    |

**Fill in this information to identify the case:**Debtor name Décor Holdings, Inc.United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/12/2019**x /s/ Timothy Boates**

Signature of individual signing on behalf of debtor

**Timothy Boates**

Printed name

**Chief Restructuring Officer**

Position or relationship to debtor

**HAHN & HESSEN LLP**

488 Madison Avenue  
 New York, New York 10022  
 Telephone: (212) 478-7200  
 Facsimile: (212) 478-7400  
 Mark T. Power, Esq.  
 Janine M. Figueiredo, Esq.

*Proposed Counsel to the Debtors and  
 Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

|                              |   |                                       |
|------------------------------|---|---------------------------------------|
| -----                        | X |                                       |
| <b>In re:</b>                | : | <b>Chapter 11</b>                     |
|                              | : |                                       |
| <b>Décor Holdings, Inc.,</b> | : | <b>Case No. 19-____ (____)</b>        |
|                              | : |                                       |
| <b>Debtor.</b>               | : | <b>Joint Administration Requested</b> |
|                              | : |                                       |
| -----                        | X |                                       |

**CORPORATE OWNERSHIP AND  
 E.D.N.Y. LOCAL BANKRUPTCY RULE 1073-3 STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and Rule 1073-3 of the Local Bankruptcy Rules for the Eastern District of New York, the undersigned authorized officer of the Debtor certifies that the below listed entities that come within the definition of a “corporation” set forth in 11 U.S.C. § 101(9), other than a governmental unit, directly or indirectly own 10% or more of any class of the Debtor’s equity interest.

| <b>Common Stock</b>  |                                      |
|--|--------------------------------------|
| <b>Shareholder</b>   | <b>Percentage Ownership Interest</b> |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 60%                                  |



| <b>Series A1 Nonparticipating Preferred Stock</b>                                  |                                      |
|--|--------------------------------------|
| <b>Shareholder</b>   | <b>Percentage Ownership Interest</b> |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 100%                                 |

| <b>Series A2 Nonparticipating Preferred Stock</b>                              |                                      |
|--|--------------------------------------|
| <b>Shareholder</b>   | <b>Percentage Ownership Interest</b> |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788 | 100%                                 |

| <b>Series A Nonparticipating Preferred Stock</b>                               |                                      |
|--|--------------------------------------|
| <b>Shareholder</b>   | <b>Percentage Ownership Interest</b> |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788 | 100%                                 |

| <b>Series B Nonparticipating Preferred Stock</b>                                   |                                      |
|--|--------------------------------------|
| <b>Shareholder</b>   | <b>Percentage Ownership Interest</b> |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 60%                                  |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788     | 40%                                  |

**Fill in this information to identify the case:**Debtor name Décor Holdings, Inc.United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/12/2019**x /s/ Timothy Boates**

Signature of individual signing on behalf of debtor

**Timothy Boates**

Printed name

**Chief Restructuring Officer**

Position or relationship to debtor

**HAHN & HESSEN LLP**

488 Madison Avenue  
 New York, New York 10022  
 Telephone: (212) 478-7200  
 Facsimile: (212) 478-7400  
 Mark T. Power, Esq.  
 Janine M. Figueiredo, Esq.

*Proposed Counsel to the Debtors and  
 Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

|                              |   |                                       |
|------------------------------|---|---------------------------------------|
| -----                        | X |                                       |
| <b>In re:</b>                | : | <b>Chapter 11</b>                     |
|                              | : |                                       |
| <b>Décor Holdings, Inc.,</b> | : | <b>Case No. 19-____ (____)</b>        |
|                              | : |                                       |
| <b>Debtor.</b>               | : | <b>Joint Administration Requested</b> |
|                              | : |                                       |
| -----                        | X |                                       |

**LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3) the above-captioned Debtor hereby provides the following list of holders of equity interests:

| <b>Common Stock</b>  |                                    |
|--|------------------------------------|
| <b>Name and Address of Interest Holder</b>   | <b>Percentage of Interest Held</b> |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 60%                                |
| Martin Rosenberger<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788    | 15%                                |
| Lee Silberman<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788         | 15%                                |

|   |     |
|---|-----|
| Amy Benjamin<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788 | 10% |
|---|-----|

| Series A1 Nonparticipating Preferred Stock   |                             |
|--|-----------------------------|
| Name and Address of Interest Holder  | Percentage of Interest Held |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 100%                        |

| Series A2 Nonparticipating Preferred Stock                                     |                             |
|--|-----------------------------|
| Name and Address of Interest Holder  | Percentage of Interest Held |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788 | 100%                        |

| Series A Nonparticipating Preferred Stock                                      |                             |
|--|-----------------------------|
| Name and Address of Interest Holder  | Percentage of Interest Held |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788 | 100%                        |

| Series B Nonparticipating Preferred Stock  |                             |
|--|-----------------------------|
| Name and Address of Interest Holder  | Percentage of Interest Held |
| ACP Décor Holdings, LLC<br>400 Hamilton Avenue<br>Suite 230<br>Palo Alto, CA 94301 | 60%                         |
| DFL Holdings, LLC<br>49 Wireless Boulevard<br>Suite 150<br>Hauppauge, NY 11788     | 40%                         |



**Fill in this information to identify the case:**Debtor name Décor Holdings, Inc.United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

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- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/12/2019**x /s/ Timothy Boates**

Signature of individual signing on behalf of debtor

**Timothy Boates**

Printed name

**Chief Restructuring Officer**

Position or relationship to debtor

**WRITTEN CONSENTS OF THE BOARDS OF DIRECTORS  
AND BOARDS OF MANAGERS, AS APPLICABLE,  
OF DÉCOR HOLDINGS, INC.  
AND EACH OF ITS SUBSIDIARIES LISTED ON EXHIBIT A HERETO**

February 11, 2019

Each of the undersigned, being all of the members of the board of directors and board of managers (each, an “Authorized Governing Body” and collectively, the “Authorized Governing Bodies”) of the applicable entity or entities listed on Exhibit A hereto (each a “Company” and collectively, the “Companies”), pursuant to the applicable laws of the jurisdiction of organization of each Company and the applicable provisions of the organizational documents of each Company, does hereby consent to the following actions, adopt the following resolutions by written consent in lieu of a meeting and agree that said resolutions shall have the same force and effect as if duly adopted at a meeting of the Authorized Governing Body of each Company held for that purpose:

**WHEREAS**, the Authorized Governing Bodies considered the financial and operational conditions of the Companies' businesses;

**WHEREAS**, the Authorized Governing Bodies reviewed the historical performance of the Companies, the market for the Companies' products and services, and the current and long term liabilities of the Companies; and

**WHEREAS**, the Authorized Governing Bodies reviewed, considered, and received the recommendations of the senior management of the Companies and the advice of the Companies' professionals and advisors with respect to potential avenues for relief that are available to the Authorized Governing Bodies, upon behalf of the Companies, including the possibility of pursuing a restructuring of the Companies' business and assets under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

**WHEREAS**, the Authorizing Governing Bodies have met to discuss the alternatives presented to the Acting Governing Bodies and the recommendations of senior management of the Companies and the advice of the Companies' professionals and advisors;

**NOW, THEREFORE, BE IT:**

**I. Chapter 11 Filings.**

**RESOLVED**, that, in the business judgment of each of the Authorized Governing Bodies, after consideration of the alternatives presented to the Acting Governing Bodies and the recommendations of senior management of the Companies and the advice of the Companies' professionals and advisors that, at this time under the relevant circumstances, it is desirable and in the best interests of the Companies, their creditors, equity holders, and other interested parties (as such consideration may be appropriate under applicable law) for voluntary petitions to be filed by the Companies under the provisions of chapter 11 of the Bankruptcy Code; and it is

**FURTHER RESOLVED**, that the Companies' petitions seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the "Petitions") are approved in all respects and that Timothy Boates, Chief Restructuring Officer of all of the Companies, Lee Silberman, Chief Executive Officer of all of the Companies, and the other officers of the Companies (collectively, the "Authorized Persons") be, and hereby are, authorized and directed, on behalf of and in the name of the Companies, to execute the Petitions or authorize the execution of the Petitions and to cause the same to be filed with the United States Bankruptcy Court for the Eastern District of New York (the "Bankruptcy Court"), at such time as the Authorized Persons deem appropriate, in order to commence cases under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"); and it is

**FURTHER RESOLVED**, that the Authorized Persons be, and hereby are, authorized to execute and file all petitions, motions (including, without limitation, a motion to approve bid procedures), schedules, lists, applications, pleadings and other papers and to take any and all actions which they may deem necessary or proper in connection with the prosecution of the Chapter 11 Cases and, in that connection, for the Authorized Persons to retain and employ all assistance, by legal counsel or otherwise, which they may deem necessary or proper in order to successfully prosecute the Chapter 11 Cases.

## **II. Retention of Professionals.**

**RESOLVED**, that the Authorized Persons be, and hereby are, authorized and directed to retain on behalf of the Companies, upon such terms and conditions as the Authorized Persons shall approve and subject to Bankruptcy Court approval, the following to provide services to the Companies in connection with the Chapter 11 Cases:

- (a) Hahn & Hessen LLP, to render legal services to and to serve as counsel for the Companies;
- (b) Halperin Battaglia Benzija, LLP, to render legal services to and to serve as conflicts and special counsel for the Companies;
- (c) RAS Management Advisors, LCC, to provide the Companies a chief restructuring officer and certain additional personnel, to designate Timothy Boates as Chief Restructuring Officer and to assist the Companies in carrying out their duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Companies' rights and discharge their obligations;
- (d) Blum Shapiro to render services in connection with the preparation and filing of federal, state and local tax returns and assist in any matters relating thereto;
- (e) SSG Capital Advisors, LLC to act as investment banker for the Companies;
- (f) Great American or such other firm selected by Management to assist in the sale of slow-moving inventory and other assets deemed non-essential to the overall going-concern value of the Companies; and



- (g) Omni Management Group, Inc. to serve as claims, noticing and solicitation agent for the Companies; and it is

**FURTHER RESOLVED**, that the Authorized Persons be, and hereby are, authorized to retain on behalf of the Companies other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, and other professionals, upon such terms and conditions as the Authorized Persons shall approve, to render services to the Companies in connection with the Chapter 11 Cases or any related insolvency proceeding; and it is

**FURTHER RESOLVED**, that in connection with the retention of attorneys, investment bankers, accountants, restructuring professionals, financial advisors, and other professionals, the Authorized Persons, be, and hereby are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and to cause to be filed appropriate applications for authority to retain all such professionals.

### **III. Debtor in Possession Ratification and Amendment Agreement of the Existing Credit and Security Agreement.**

**RESOLVED**, that in connection with the Chapter 11 Cases, (a) the Authorized Governing Bodies authorize and approve (i) the Company's execution, delivery and performance of its obligations under that certain debtor-in-possession Ratification and Amendment Agreement of the existing Amended and Restated Credit and Security Agreement, dated as of March 31, 2017, as amended, and the proposed forms of Interim and Final DIP Financing Orders to be submitted to the Bankruptcy Court for approval, with such changes thereto as the Authorized Persons executing the same shall approve (the "DIP Credit Agreement"), proposed to be entered into by and among the Companies, the lenders party thereto (the "Lenders"), and Wells Fargo Bank, N.A., as agent and co-collateral agent for the Lenders, and any security agreements, guarantee agreements, other agreements, notes, consents, certificates, amendments, assignments and instruments by the Companies in connection therewith (the "DIP Credit Documents" and together with the DIP Credit Agreement, the "DIP Financing Documents"), (ii) the granting of a security interest by the Companies in the assets of the Companies as collateral security and the guaranty of the obligations of the Companies under the DIP Financing Documents, and (iii) any transactions effected or to be effected pursuant to the terms and provisions of the DIP Financing Documents, and (b) any Authorized Person be, and hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of the Companies' obligations under any DIP Financing Document with such changes, amendments, supplements, additions or other modifications to the DIP Financing Documents as any Authorized Person executing same shall approve as being necessary or desirable, such approval to be evidenced by such execution, as such Authorized Person executing the same considers necessary, appropriate, proper, or desirable to effectuate the transactions contemplated by the DIP Financing Documents and other financing arrangements necessary, appropriate, proper, or desirable in the interest of the Companies in connection with the Chapter 11 Cases, such determination to be conclusively evidenced by such execution or taking of such action.

**IV. General Authority and Ratification.**

**RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the Petitions or with respect to the Chapter 11 Cases, any related insolvency proceeding, or in any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed, and approved; and it is

**FURTHER RESOLVED**, that each Authorized Person of the Companies be, and each acting alone is, hereby authorized, empowered and directed, for and on behalf of such Companies, to (i) take or cause to be taken any and all actions, including, without limitation, the execution, acknowledgment, filing and delivery of any and all papers, agreements, documents, instruments and certificates, as such Authorized Persons may deem necessary or advisable to carry out and perform the obligations of such Companies under the foregoing resolutions, (ii) consummate the transactions contemplated thereby, and otherwise carry out the purposes and intent of the foregoing resolutions, (iii) incur and pay or cause to be paid all fees, expenses, and taxes, including without limitation, legal fees and expenses; (iv) engage such persons as Authorized Person shall in his judgment determine to be necessary, appropriate or desirable, and in each case, the performance of any such acts and the execution, acknowledgment, filing and delivery by such Authorized Persons of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority therefor; and it is

**FURTHER RESOLVED**, that any Authorized Person of the Companies is authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers as they may deem appropriate to carry out the purposes of the foregoing resolutions and each of the transactions contemplated thereby; and it is

**FURTHER RESOLVED**, that any and all actions taken and all agreements, instruments, reports and documents executed, delivered, or filed from the date of formation of the Companies through the date hereof by any manager or Authorized Person of the Companies in the name of and on behalf of the Companies, in connection with, and consistent with, any of the foregoing resolutions hereby are approved, ratified and confirmed in all respects; and it is

**FURTHER RESOLVED**, that this consent may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall be considered one and the same instrument; and that this consent may be executed by electronic transmission; and it is

**FURTHER RESOLVED**, that this consent be filed with the records of the meetings of the Authorized Governing Bodies.

*[Signature Pages Follow]*

**IN WITNESS WHEREOF**, the undersigned members of (i) the Boards of Directors of Décor Holdings, Inc. and The Robert Allen Duralee Group, Inc. and (ii) the Boards of Managers of Décor Intermediate Holdings LLC, The Robert Allen Duralee Group, LLC, and The Robert Allen Duralee Group Furniture, LLC have executed this written consent as of the date set forth below.



Steven Brownlie

Date: 2/11/19

\_\_\_\_\_  
Kevin Mason

Date:

\_\_\_\_\_  
William Fuchs

Date:

\_\_\_\_\_  
Lee Silberman

Date:

**IN WITNESS WHEREOF**, the undersigned members of (i) the Boards of Directors of Décor Holdings, Inc. and The Robert Allen Duralee Group, Inc. and (ii) the Boards of Managers of Décor Intermediate Holdings LLC, The Robert Allen Duralee Group, LLC, and The Robert Allen Duralee Group Furniture, LLC have executed this written consent as of the date set forth below.

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Steven Brownlie

Date:

*Kevin Mason*

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Kevin Mason

Date: 2/11/19

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William Fuchs

Date:

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Lee Silberman

Date:

**IN WITNESS WHEREOF**, the undersigned members of (i) the Boards of Directors of Décor Holdings, Inc. and The Robert Allen Duralee Group, Inc. and (ii) the Boards of Managers of Décor Intermediate Holdings LLC, The Robert Allen Duralee Group, LLC, and The Robert Allen Duralee Group Furniture, LLC have executed this written consent as of the date set forth below.

\_\_\_\_\_  
Steven Brownlie

Date:

\_\_\_\_\_  
Kevin Mason

Date:



\_\_\_\_\_  
William Fuchs

Date: 2/11/19

\_\_\_\_\_  
Lee Silberman

Date:

**IN WITNESS WHEREOF**, the undersigned members of (i) the Boards of Directors of Décor Holdings, Inc. and The Robert Allen Duralee Group, Inc. and (ii) the Boards of Managers of Décor Intermediate Holdings LLC, The Robert Allen Duralee Group, LLC, and The Robert Allen Duralee Group Furniture, LLC have executed this written consent as of the date set forth below.

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Steven Brownlie

Date:

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Kevin Mason

Date:

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William Fuchs

Date:



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Lee Silberman

Date: 2-11-19

**EXHIBIT A**

Décor Holdings, Inc.  
Décor Intermediate Holdings LLC  
The Robert Allen Durable Group, LLC  
The Robert Allen Durable Group, Inc.  
The Robert Allen Durable Group Furniture, LLC